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ALLEN H. HARRISON, JR.

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663-6093

INTERSTATE COMMERCE COMMISSION

October 2, 1990

Recordation No. 15028

\$15.00 filing fee

Dear Mr. Strickland:

On behalf of Unigard Security Insurance Company, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Amendment to Railroad Car Net Lease Agreement and Assignment of Lease Without Recourse ("Amendment"), effective as of August 29, 1990. The aforesaid document relates to that certain Railroad Car Net Lease Agreement, dated as of June 15, 1987, and that certain related Assignment of Lease Without Recourse, dated as of December 1, 1985, recorded with the Interstate Commerce Commission under Recordation No. 15028-B, and 15028-C, respectively, on December 17, 1987, and should be filed under the next available letter designation under Recordation No. 15028, which we believe will be -G.

*This is
15028-G*

The parties to the said enclosed document are:

Peter V. Fazio, Jr., as Trustee - "Lessor/Assignor"
7200 Sears Tower
233 South Wacker
Chicago, Illinois 60603

Burlington Northern Railroad Company - Lessee
9401 Indian Creek Parkway
Overland Park, Kansas 66201

Unigard Security Insurance Company - Assignee
c/o John Hancock Mutual Life Insurance Company
200 Clarendon Street
Boston, Massachusetts 02117

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Countryman

The said document corrects a typographical error in the car list (Exhibit A) in the above-mentioned Railroad Car Net Lease Agreement and related Assignment of Lease With Recourse by deleting one of a number listed twice and in its place adding the correct number and restating the identification of all the numbers as BN numbers.

The equipment covered by the document is the equipment as listed in the amendment, namely 207 covered hopper cars, now identified as BN numbers.

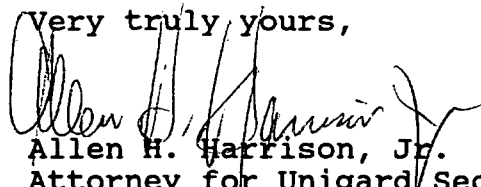
A short summary of the document to appear in the Index is as follows:

"Corrects identification of one number in Railroad Car Net Agreement and related Assignment of Lease Without Recourse and restates all numbers as BN numbers."

Enclosed is a check in the amount of fifteen dollars (\$15.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
Attorney for Unigard Security
Insurance Company
for the purpose of this filing

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

AHH/iw

BY HAND

15028-H
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AMENDMENT
to
RAILROAD CAR NET LEASE AGREEMENT
and
ASSIGNMENT OF LEASE WITHOUT RECOURSE

OCT 3 1990 - 8 45 AM
INTERSTATE COMMERCE COMMISSION

This Amendment Agreement ("Amendment"), effective as of August 29, 1990, is made by and among the Burlington Northern Railroad Company ("Lessee"), Peter V. Fazio, Jr., as trustee under a Trust Agreement dated as of July 31, 1984, as amended and supplemented ("Trustee") and Unigard Security Insurance Company ("Assignee").

WHEREAS, Lessee and Trustee entered into a certain Railroad Car Net Lease Agreement dated as of June 15, 1987, as amended (the "Lease"), pursuant to which Lessee leased from Trustee 207 covered hopper railcars more fully described in Exhibit A to the Lease (the "Equipment"); and

WHEREAS, Trustee and Assignee entered into an Assignment of Lease Without Recourse dated as of December 1, 1987, as amended (the "Assignment"), pursuant to which Trustee granted certain rights to Assignee with respect to the Lease and the Equipment; and

WHEREAS, the parties have discovered that one Railroad Car Number listed in Exhibit A to the Lease mistakenly was listed twice (#801181), and as a result one Railroad Car Number mistakenly was omitted from Exhibit A to the Lease (#801186); and

WHEREAS, all 207 covered hopper railcars comprising the Equipment subsequently have been remarked and now bear the Railroad Car Number listed in Schedule A to this Amendment;

NOW THEREFORE, the parties hereto desire to amend the Lease and the Assignment as follows:

1. Exhibit A to the Lease is first amended by adding Railroad Car Number 801186, and deleting one of the duplicate references to Railroad Car Number 801181, and then amended by replacing such Exhibit A in its entirety with Schedule A attached hereto.

2. All other provisions of the Lease and the Assignment are unchanged.

Peter V. Fazio, Jr., as Trustee

Peter V. Fazio, Jr.

Unigard Security Insurance Company

By: *David A. Schwartz*

Title: *Authorized Signatory*

Burlington Northern Railroad Company

By: *Randall C. Knox*

Title: *Coordinator Unit Grain Train Operations*

ACKNOWLEDGEMENTS

COMMONWEALTH

STATE OF MASSACHUSETTS)

COUNTY OF SUFFOLK) ss:

The foregoing instrument was acknowledged before me this 27th day of July, 1990 by David A. Schwartz, the Authorized Signatory of UNIGARD SECURITY INSURANCE COMPANY, on behalf of said corporation.

Marie C. O'Brien
Notary Public

MARIE C. O'BRIEN, Notary Public
MY COMMISSION EXPIRES AUGUST 9, 1996

My Commission Expires:

STATE OF Kansas
COUNTY OF Johnson

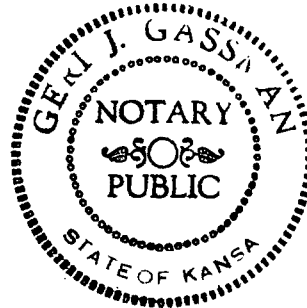
SS:

The foregoing instrument was acknowledged before me this 13th day of ~~July~~ ^{August} 1990 by Randall C Knox, the Coordinator Unit Area Train Operations of BURLINGTON NORTHERN RAILROAD COMPANY, on behalf of said corporation.

Gerri J. Gassman
Notary Public

My Commission Expires:

12/22/90



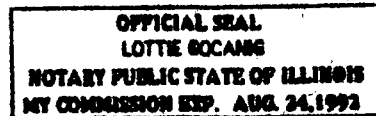
STATE OF ILLINOIS)
COUNTY OF COOK)

SS:

On this 16th day of ~~July~~ ^{August} 1990, before me personally appeared Peter V. Fazio, Jr., to me personally known, who, being by me duly sworn, says that he is Trustee of a Trust dated as of July 31, 1984, and established by International Capital Equipment, Inc., and that the foregoing instrument was signed on behalf of said Trust in accordance with its terms. Further, he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trust.

Lotte Gocang
Notary Public

My commission expires:



SCHEDULE A
The Equipment

207 Covered Hopper Railcars bearing Railroad Car Numbers:

BN 464000 - BN 464040;
BN 464043 - BN 464086;
BN 464088 - BN 464099;
BN 464102 - BN 464111;
BN 464113 - BN 464114;
BN 464116 - BN 464136;
BN 464138 - BN 464164;
BN 464167; BN 464169;
BN 464171 - BN 464172;
BN 464174; BN 464176;
BN 464178 - BN 464191;
BN 464194; BN 464196;
BN 464205 - BN 464206;
BN 464209 - BN 464210;
BN 464213; BN 464223;
BN 464250 - BN 464259;
BN 464261 - BN 464268;
BN 464383 - BN 464385;
and BN 464387.